

**GENESIS ENERGY, LLC
BOARD OF DIRECTORS
GOVERNANCE, COMPENSATION AND BUSINESS DEVELOPMENT COMMITTEE
CHARTER**

I. PURPOSE

The Governance, Compensation and Business Development Committee (the “*Committee*”) is appointed by the board of managers (the “*Board*,” and each member of the Board, a “*Director*”) of Genesis Energy, LLC (the “*GP*”), the sole general partner of Genesis Energy, L.P. (the “*Partnership*”), for the purpose of:

A. Governance

1. Assessing, developing and recommending to the Board corporate governance guidelines and monitoring compliance with any such guidelines.
2. Reviewing and making recommendations regarding Board and committee composition, structure, size, compensation and related matters.
3. Overseeing the Board’s annual self-evaluation process and the Board’s evaluation of executive officers.
4. Reviewing and approving any requested waivers by executive officers or Directors of the Code of Conduct and Business Ethics.
5. Reviewing the performance of the Chief Executive Officer (the “*CEO*”) and potential succession plans for executive officers, including the CEO.
6. Overseeing director orientation and continuing education programs.

B. Compensation

1. Making recommendations to the Board with respect to the compensation objectives and philosophy and compensation of the CEO and other executive officers.
2. Reviewing and making recommendations with respect to employment, severance and similar agreements relating to executive officers.
3. Making recommendations with respect to and administering incentive compensation and equity-based plans.
4. Reviewing the disclosures in Compensation Discussion and Analysis and producing an annual “compensation committee” report for inclusion in the Partnership’s filings with the Securities and Exchange Commission (the “*SEC*”) to the extent required.
5. Reviewing and making recommendations to the Board with respect to Director compensation.

6. Determining equity ownership guidelines (if any) for executive officers (including the CEO) and Directors.

C. Other

1. Conducting an annual performance evaluation of the Committee.
2. Reviewing and reassessing the adequacy of this charter on an annual basis and recommending any proposed changes to the Board for approval.

II. COMPOSITION

The Committee shall be comprised of **[two]** or more members (including a Chairperson). The members of the Committee shall meet the independence and qualification requirements (if any) applicable to the Partnership as provided by (i) the NYSE AMEX LLC or any other exchange(s) on which the Partnership's securities are listed or traded (each, an "**Exchange**"), (ii) the Securities Exchange Act of 1934 (the "**Exchange Act**") and the rules and regulations related thereto, and (iii) the organizational documents of the GP and the Partnership.¹ The members of the Committee and the Chairperson shall be appointed annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Board may designate one or more Directors as alternate members of the Committee. To the extent required by any law or Exchange, the Board shall determine annually whether each member of the Committee is free from any relationship that may interfere with his or her independence from management, the GP and the Partnership.

III. MEETINGS

The Committee shall meet as often as it determines necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson. The Committee may meet by telephone conference call or by any other means permitted by law and the GP's Amended and Restated Limited Liability Company Agreement, dated February 5, 2010 (as it may be amended or modified from time to time, the "**LLC Agreement**"). A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the LLC Agreement, the Committee may act by written consent in lieu of a meeting and shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the GP. Any member of the Board shall be provided with copies of such Committee minutes if requested.

¹ Currently, the Partnership is not required to have a governance, nomination or compensation committee. To the extent the Partnership elects to have any such committee, it would not be subject to the independence or other requirements provided for in the NYSE AMEX rules.

The Committee may ask members of management, employees, outside counsel, consultants or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request. The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate.

To the extent required by the rules (as in effect from time to time) of any Exchange, the Chairperson of the Committee shall be responsible for the leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and regularly reporting the Committee's actions to the Board.

IV. RESPONSIBILITIES

In carrying out its responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances and conditions so that it can fulfill its oversight responsibilities. In addition to such other duties as the Board may from time to time assign, the Committee shall:

A. Governance

1. Assess, develop and recommend, as appropriate, to the Board corporate governance guidelines and review and reassess the adequacy of any such guidelines at least annually and recommend any proposed changes to the Board.
2. At the request of the Board, review and make recommendations regarding the composition, structure and size of the Board.
3. At the request of the Board, review and make recommendations regarding the composition, size, purpose, structure, operations and charter of each of the committees of the Board, including the creation of additional committees or elimination of existing committees.
4. Oversee the Board's annual self-evaluation process and the Directors' evaluation of executive officers.
5. Review and approve any requested waivers by executive officers or Directors of the GP's Code of Conduct and Business Ethics.
6. Periodically, review the performance of the CEO.
7. Periodically, review the GP's succession plan for executive officers, including the CEO.
8. Assess and report on the Committee's assessment of the independence of Directors under the requirements of the LLC Agreement, the Exchange Act, the rules and regulations of the SEC or any Exchange.
9. Oversee director orientation and continuing education programs.

10. At the request of the Board, recommend to the Board chairpersons and members for each of the committees of the Board.

B. Compensation

1. In consultation with executive officers, recommend to the Board for approval general compensation philosophy and objectives.
2. Recommend to the Board for approval goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO's performance in light of those goals and objectives and based on this evaluation recommend to the Board for approval the CEO's compensation level, including salary, bonus, incentive and equity compensation. In recommending the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the GP's and the Partnership's performance and relative equity return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years.
3. Recommend to the Board for approval, in consultation with executive officers, all compensation and long-term incentive plans for all other executive officers and overall compensation programs for all employees.
4. Make recommendations to the Board with respect to all employment agreements, severance arrangements, change in control provisions and agreements and any special supplemental benefits applicable to executive officers.
5. Make recommendations to the Board with respect to incentive compensation, equity-based and employee-benefit plans.
6. Administer the long-term incentive, bonus, severance and equity-based compensation plans that may be adopted from time to time, including the grant of stock options and other equity awards under such plans.
7. To the extent any of the Exchange Act or the rules and regulations of the SEC or any Exchange require the Partnership to include a Compensation Discussion and Analysis in any filing with the SEC, prior to any such filing, review and discuss with executive officers the proposed disclosures and recommend to the Board whether such Compensation Discussion and Analysis should be included therein.
8. To the extent required by the Exchange Act or the rules and regulations of the SEC or any Exchange, prepare an annual compensation committee report for inclusion in the Partnership's filings with the SEC.
9. Review and make recommendations to the Board with respect to Director compensation.
10. Determine equity ownership guidelines (if any) for executive officers and Directors and monitor compliance with such guidelines.

11. Recommend to the Board for approval all equity-based compensation and specific equity-based grants for purposes of Section 16 of the Exchange Act.

C. Other

1. Conduct an annual performance evaluation of the Committee.
2. Review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.

V. MISCELLANEOUS

In discharging its responsibilities, the Committee shall have the authority to retain one or more compensation consultants or other advisors/consultants (without seeking approval of the Board) as the Committee determines necessary or appropriate to carry out its duties. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described herein. The Company and/or the Partnership shall provide appropriate funding, as determined by the Committee, for the payment of (i) compensation to the consultants or other advisors engaged by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Adopted by the Governance Committee
and approved by the Board on March 1, 2010.